

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549
FORM 10-QSB

☒ (x) QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2004

☐ () TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d)
OF THE SECURITIES EXCHANGE ACT COMMISSION OF 1934

for the Transition period September 30, 2004

Commission file number 0-9951

ADVANCED OXYGEN TECHNOLOGIES, INC.

(Exact name of small business issuer as specified in its charter)

Delaware

91-1143622

(State of Incorporation)

(IRS Employer Identification No.)

C/O Crossfield, Inc., 133 W 13th Street, New York, NY 10011

(Address of principal executive offices)

C/O Crossfield, Inc. (212)-727-7085

(Issuer's telephone number)

Check whether the issuer (1) has filed all reports required to be filled by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes (X) No

The number of shares of common stock outstanding as of September 30, 2004 was 46,973,585.

Transitional Small Business Disclosure Format (check one): Yes() No(X)

ADVANCED OXYGEN TECHNOLOGIES, INC.

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PART 1: FINANCIAL INFORMATION

Item I: Financial Statements for September 30, 2004 (Un-audited) and June 30, 2004 (Audited)

Balance Sheet for September 30, 2004 and June 30, 2003	September 30, 2004	June 30, 2004
	Un-Audited	Audited
Cash	2,780	3,458
Accounts Receivable IP Service (Net of Doubtful A-R)	1,116	-
Prepaid Leasing Fee	762	762
Value Added Tax Receivable	9,453	8,735
Total Current Assets	14,111	12,955
PROPERTY AND EQUIPMENT-AT COST,		
net of accumulated depreciation and amortization	12,984	14,869
OTHER ASSETS	0	
Non amortizable software	280,000	280,000
Total Assets	307,095	307,824
LIABILITIES AND STOCKHOLDERS' DEFICIENCY		
Accounts Payable	114,461	291,150
Bank loan -due within on year	544	544
Payroll and sales tax payable	56,834	56,834
Due to officer of subsidiary company	14,044	14,044
Corporation taxes payable	7,536	7,536
Accrued salaries and expenses	5,806	-
Total Current Liabilities	199,225	370,108
Long Term Liabilities:	-	-
Due to affiliate	15,420	7,920
Total Liabilities	214,645	380,028
Capital		
Convertible Preferred Stock Series 2, par value \$0.01; authorized 10,000,000 shares; issues and outstanding 5,000 shares liquidating preference \$25,000	50	50
Convertible Preferred Stock Series 3, par value \$0.01; authorized and issued, 1,670,000 shares	16,700	16,700
Convertible Preferred Stock Series 4, issued and outstanding, 2 shares	-	-
Convertible Preferred Stock Series 5, issued 1 share	-	-
Common Stock, par value \$0.01; authorized, 90,000,000 shares; issued and outstanding, 46,973,585	469,736	469,736
Paid in Capital	20,628,396	20,628,396
Accumulated Deficit	(21,015,148)	(21,177,802)
Treasury Stock	(7,284)	(7,284)
Total Capital	92,450	(70,204)
Total Liabilities and Capital	307,095	307,824

Statement of Operations and Changes in Accumulated Deficit	3 Month Period Un-audited	3 Month Period Un-audited
	Ending	Ending
	Sep 30, 2004	Sep 30, 2003
Revenues		
Software Sales IP Service	17,262	16,074
Total Revenues	17,262	8,614
Cost of Sales		
Cost of Sales IP Service	4,426	571
Selling Expenses IP Service	2,295	125
Total Cost of Sales	6,721	696
Gross Profit	10,541	15,378
Expenses		
Accounting Fees	2,313	-
Depreciation Expense	1,885	-
Interest Expense IP Service		85
General & Administrative Expenses for IP Service	6,721	20,903
Total Expenses	10,919	20,988
Net Operational Income (Loss)	(378)	(5,610)
Extraordinary Income		
Vendor Forgiveness of Debt	163,032	
Total Extraordinary Income	163,032	
Net Income (Loss)	162,654	(5,610)
Accumulated Deficit		
Beginning of Period	(21,177,802)	(21,140,601)
End of Period	(21,015,148)	(21,146,211)

Statement of Cash Flow	3 Month Period Un-audited	3 Month Period Un-audited
	Ending	Ending
	Sep 30, 2004	Sep 30, 2003
Cash flow from operating activities		
Net Income (Loss)	162,654	(5,610)
Adjustments to reconcile net loss to cash provided by operations		
Depreciation IP Service	1,885	
Accounts Receivable	(1,113)	(7,204)
Deferred Tax Assets- IP Service	(721)	
Accounts Payable and Accrued Expenses- IP Service	(2,663)	12,814
Accounts Payable	(5,188)	
Accounts Payable, Extraordinary Income	(163,032)	
Total Adjustments	(170,832)	5,610
Net Cash provided (used) by operations	(8,178)	-
Cash Flows from financing:		
Proceeds from:		
Note Payable, Crossfield, Inc. & Directors	7,500	-
Net Cash Flows from Fanancing:	7,500	-
Cash Flows from Investing Activities:		-
Net cash used in investing		0
Net Increase (decrease) in Cash	(678)	0
Summary		
Cash Balance at End of Period	2,780	128
Cash Balance at Beginning of Period	3,458	128
Net Increase (Decrease) in Cash	(678)	0

Item 2: Management's Discussion and Analysis of Financial Condition and Results of Operations.

For the three month period ending September 30, 2004 and September 30, 2003, the Company had gains and losses of \$57,975 and (\$5,160) respectively. The gains in the period 2004 were comprised of operational gains and extraordinary gains of \$1,934 and \$56,041 and the losses for the period in 2003 were primarily the result of expenses associated with the operations of the Company and the lack of revenues of the Company.

Pursuant to a stock acquisition on March 05, 2003 Advanced Oxygen Technologies, Inc. (AOXY or the Buyer) purchased 100% of the issued and outstanding stock of IP Services, ApS (IP or the Company) from all of its owners (the Shareholders) for value of five hundred thousand dollars (Purchase Price). AOXY issued fourteen million shares of common stock and one share of preferred convertible stock to the Shareholders for payment and consideration of the Purchase Price. Concurrently, pursuant to an Employment Agreement on March 05, 2003 AOXY entered into an agreement with Kurt Søndergaard (Employee). The Employee will be employed by AOXY for four years and will perform duties of president of IP, and AOXY and the Shareholders entered into a covenant of non competition agreement whereby the Shareholders agreed not to compete with IP for a period of five years.

At a special meeting of the Board of Directors, AOXY removed Joseph N. Noll as a director due to his inability to perform his duties as a director. AOXY appointed Kurt Søndergaard and Lawrence Donofrio to the board of directors to replace Joseph N. Noll . Kurt Søndergaard founder and major shareholder of the company, Mr. Søndergaard was educated in the Danish Navy as an electronic engineer. He has worked for 10 years in the electronic security industry, specifically in the IT sector. During this period, Kurt has developed as a business entrepreneur, building and selling an IT business. Lawrence Donofrio graduated from Hamilton College with a BA in English studies. He then worked at Citibank for three years as a financial analyst, and five years as a private financial consultant. He then took a position with Bankers Trust for two years and since 1982 has been a private consultant in the financial industry.

The Company maintains a database ("Database") of business contacts that have participated in conference events. The Database was obtained through acquisition and the Company's activities of marketing events and producing CD-ROMS for clients. The Company maintains and updates contact fields on a quarterly basis.

AOXY has a database management contract with Dun and Bradstreet, ("DB") and Walter Karl, Inc., a division of InfoUSA, Inc. ("WK") whereby, Walter Karl, Inc. will broker the Company's Database. Walter Karl's function is to market and rent the data contained in the Database. This is available in one of two formats: on a one time basis, or a 'database' basis whereby the customer will commit to a minimum number of contact names. The majority of the customers using the Database through WK are direct business to business marketers. WK receives a fee for each sale. During the year ending June 30, 2002 Walter Karl was the Company's only source of revenue. During this period, Walter Karl is the Company's only customer.

AOXY has an agreement with Dun and Bradstreet whereby DB will update, correct, append, and offer deletions to the Database. DB will evaluate the Database each time, and has the option to purchase contacts on a case by case as they see fit, in which case AOXY would receive a fee. Correspondingly, should AOXY, rent, sell or otherwise profit from registered DB information, AOXY would pay a fee to DB. To date, AOXY has not sold any registered DB information.

The Company had a location in Santa Clarita, CA for operations. The Company had abandoned this facility and equipment and maintains no staff other than the sole officer of the Company. Currently, the sole officer of the Company allows the Company to maintain its books, records and operations at its office.

The Company continues its efforts to raise capital to support operations and growth, and is actively searching for acquisition or merger with another company that would compliment AOXY or increase its earnings potential. During this period, the Company has had discussions with candidates, and has had no success in securing

negotiations or a transaction. Further, the Company's financial position makes it difficult for the Company to continue operations. The foregoing raise substantial doubt about the Company's ability to continue as a going concern. The Company's continuation as a going concern is dependent on the attainment of profitable operations and meeting its obligations on a timely basis, which during this period, the Company has not been able to do.

Acquisition Efforts:

The Company continues its efforts to raise capital to support operations and growth, and is actively searching acquisition or merger with another company that would compliment AOXY or increase its earnings potential. During this period, the Company has been in discussion with Companies looking to be acquired. AOXY has not negotiated any terms nor proposed any acquisition of any of these companies that has been accepted. In addition, the Company is in discussion with potential lending institutions to assist in financing any proposed acquisition. The Company expects difficulty in financing the growth of the increased business or acquisition and has been concentrating on raising capital and/or obtaining a line of credit.

Historical Operations:

On March 9, 1998, pursuant to an Agreement for Purchase and Sale of Specified Business Assets ("Purchase Agreement"), a Promissory Note ("Note"), and a Security Agreement ("Security Agreement") all dated March 9, 1998, Advanced Oxygen Technologies, Inc. (the "Company") purchased certain tangible and intangible assets (the "Assets") including goodwill and rights under certain contracts, from Integrated Marketing Agency, Inc., a California Corporation ("IMA").

Pursuant to an employment agreement dated March 09, 1998 between the Company and John Teuber ("Employment Agreement"), on September 04, 1998 the Company terminated John Teuber for cause without relinquishing any of its rights or remedies.

Pursuant to the Note, the Purchase Agreement, and the Security Agreement between the Company and ("IMA"), the Company on September 04, 1998 exercised its right of "Set Off" of the Note, as defined therein due to IMA's breach of numerous representations, warranties and covenants contained in the Note and certain ancillary documents. The Company further reserved any and all rights and remedies available to it under the Note, Purchase Agreement and Security Agreement.

The Company entered into a two year employment agreement ("NAG Agreement" as contained in Exhibit I of the registrants SEC Form 10-K for the period ending June 30, 1998) with Nancy Gaylord on March 13, 1998. On September 18, 1998, Nancy Gaylord terminated her employment with the Company. The NAG Agreement had no provision for this termination. The Company entered into a lease agreement as contained in Exhibit I of the registrants SEC Form 10-QSB for the period ending September 30, 1998 with America-United Enterprises Inc. on October 01, 1998 and took possession of 4,700 sf. of premises on November 06, 1998 in Santa Clarita for its CA location. Currently, this is the only California location of the Company.

On December 9, 1998 the company delivered to IMA, "Notification to Indemnifying Party and Demand for Indemnification for \$2,251,266." Pursuant to the Note, the Purchase Agreement, the Security Agreement, and the Employment Agreement (collectively the "Agreements"), the Company demanded that IMA pay \$2,251,266 or defend the Company against the Liabilities (as defined therein) due to, among other things, IMA's breach, representations, warranties, and violation of the Agreements.

On January 29, 1999, pursuant to the Purchase Agreement of 1/28/99, Advanced Oxygen Technologies, Inc. ("AOXY") purchased 1,670,000 shares of convertible preferred stock of Advanced Oxygen Technologies, Inc. ("STOCK") and a \$550,000 promissory note issued by Advanced Oxygen Technologies, Inc. ("Note") from Integrated Marketing Agency, Inc. ("IMA"). The terms of the Purchase Agreement were: AOXY paid \$15,000 to IMA, assumed a Citicorp Computer Equipment Lease, #010-0031648-001 from IMA, delivered to IMA certain tangible business property (as listed in Exhibit A of the Purchase Agreement), executed a one year \$5,000 promissory note with IMA, and delivered to IMA a Request For Dismissal of case #PS003684

(restraining order) filed in Los Angeles county superior court. IMA sold, transferred, and delivered to AOXY the Stock and the Note. IMA sold, transferred, assigned and delivered the Note and the Stock to AOXY, executed documents with Citicorp Leasing, Inc. to effectuate an express assumption by AOXY of the obligation under lease #010-0031648-001 in the amount of \$44,811.26, executed a UCC2 filing releasing UCC-1 filing #9807560696 filed by IMA on March 13, 1998, and delivered such documents as required. In addition, both IMA and AOXY provided mutual liability releases for the other.

On April 18, 2000, notice was given that the Board of Directors and persons owning 64.7%, or 19,180,500 shares of common stock of Advanced Oxygen Technologies, Inc. have elected to adopt the following proposals: 1. To amend and restate the Company's Restated Articles of Incorporation to increase the Company's authorized Common Shares from 30,000,000 to 90,000,000 shares, 2. The Board of Directors has approved an amendment to the Company's Certificate of Incorporation to change the name of the Company to AOXY, Inc. The Company's current name was adopted in 1985 when the Company was focused on applications of its technology which it has since disposed of or otherwise abandoned. The Board of Directors believes it would be more appropriate for the Company to utilize a corporate name which more accurately describes the current focus of the Company or is not misleading as to the Company's operations. The above amendments to the Certificate of Incorporation will be filed with the Secretary of State of the State of Delaware, and the Name Change will become effective as of 5:00 p.m. Eastern Time, on the date of such filing.

On December 31, 2000, AOXY entered into an agreement with Eastern Star, Ltd, and Baldwin Construction Co (the "Purchasers") whereby the Purchasers will buy three million shares of capital stock of AOXY for one hundred and twenty five thousand dollars pursuant to a purchase agreement ("Purchase Agreement"). The Company has concluded the issuance and delivery of the shares pursuant to the Purchase Agreement. In addition, the Company received a request from Ann Sejerøe for a conversion of her 1 Preferred Share number P 0002 issued April 16, 1998, and in accordance with the restrictions, terms and conditions, as evidenced on the reverse side of the share certificate, the Company issued 333,333 shares bearing a restrictive legend.

On February 14, 2002 the Company gave notice of the change of the Company's location, and location of books and records from Advanced Oxygen Technologies, Inc. 26883 Ruether Avenue, Santa Clarita, CA, 91351 ("CA Location") to Advanced Oxygen Technologies, Inc. c/o Crossfield, Inc. 133 W 13th Street, Suite #5, New York, NY 10011, Telephone (212)-727-7085, Fax (208)-439-5488. This location is co-located with a related business of the president, Robert E. Wolfe.

Forward Looking Statements

Certain statements contained in this report, including statements concerning the Company's future and financing requirements, the Company's ability to obtain market acceptance of its products and the competitive market for sales of small production business' and other statements contained herein regarding matters that are not historical facts, are forward looking statements; actual results may differ materially from those set forth in the forward looking statements, which statements involve risks and uncertainties, including without limitation to those risks and uncertainties set forth in any of the Company's Registration Statement's under the heading "Risk Factors" or any other such heading. In addition, historical performance of the Company should not be considered as an indicator for future performance, and as such, the future performance of the Company may differ significantly from historical performance.

PART II

Item 1: Legal Proceedings

There were no legal proceedings brought against the Company during this period.

Item 6. Exhibits and Reports on Form 8-K

There were no reports filed on Form 8-K during this period.

SIGNATURE

In accordance with the requirements of the Exchange Act, the Registrant has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: November 5, 2004

/s/ Robert E. Wolfe /s/

Robert E. Wolfe, Chairman of the Board and

Chief Executive Officer and Principal Financial Officer

EXHIBIT 99.1 (A)

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

**PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE
SARBANES-OXLEY ACT OF 2002**

I, Robert E. Wolfe, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Advanced Oxygen Technologies, Inc. (the "Company") on Form 10-QSB for the quarter ended September 30, 2004, as filled with the Securities and Exchange Commission on the date hereof, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Quarterly Report on Form 10-QSBfairly presents in all material respects the financial condition and results of operations of the Company.

Date: , November 5, 2004

/s/Robert E. Wolfe

Robert E. Wolfe

Chief Executive Officer

A signed original of this written statement required by Section 906 is retained by Advanced Oxygen Technologies, Inc. and will be furnished to the Securities and Exchange Commission upon request.

EXHIBIT 99.1 (B)

CERTIFICATION OF TREASURER

**PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE
SARBANES-OXLEY ACT OF 2002**

I, Robert E. Wolfe, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Advanced Oxygen Technologies, Inc. (the "Company") on Form 10-QSB for the quarter ended September 30, 2004, as filled with the Securities and Exchange Commission on the date hereof, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Quarterly Report on Form 10-QSBfairly presents in all material respects the financial condition and results of operations of the Company.

Date: November 5, 2004

/s/ Robert E. Wolfe

Robert E. Wolfe

Treasurer

A signed original of this written statement required by Section 906 is retained by Advanced Oxygen Technologies, Inc. and will be furnished to the Securities and Exchange Commission upon request.

EXHIBIT 99.1 (C)

CERTIFICATION PURSUANT TO

SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Advanced Oxygen Technologies, Inc., a Delaware corporation (the "Company"), on Form 10-Q for the quarter ending September 30, 2004 as filed with the Securities and Exchange Commission (the "Report"), I, Robert E. Wolfe, Chief Executive Officer of the Company, certify, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

(1) I have reviewed The Report and it fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934;

(2) The Report does not contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by the Report;

(3) The financial statements, and other financial information included in the Report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in the Report;

(4) I am responsible for establishing and maintaining "disclosure controls and procedures" (a newly-defined term reflecting the concept of controls and procedures related to disclosure embodied in Section 302(a)(4) of the Act) for the company, have designed such disclosure controls and procedures to ensure that material information is made known to them, particularly during the period in which the periodic Report is being prepared, have evaluated the effectiveness of the disclosure controls and procedures as of a date within 90 days prior to the filing date of the Report, and have presented in the Report their conclusions about the effectiveness of the disclosure controls and procedures based on the required evaluation as of that date;

(5) I have disclosed to the Company's auditors and to the audit committee of the board of directors (or persons fulfilling the equivalent function): all significant deficiencies in the design or operation of internal controls (a pre-existing term relating to internal controls regarding financial Reporting) which could adversely affect the Company's ability to record, process, summarize and Report financial data and have identified for the Company's auditors any material weaknesses in internal controls; and any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls; and

(6) I have indicated in the Report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

/s/ Robert E. Wolfe

Robert E. Wolfe

Chief Executive Officer

November 5, 2004

[A signed original of this written statement required by Section 302 has been provided to Advanced Oxygen Technologies, Inc. and will be retained by Advanced Oxygen Technologies, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.]

EXHIBIT 99.1 (D)

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Advanced Oxygen Technologies, Inc., a Delaware corporation (the "Company"), on Form 10-Q for the quarter ending September 30, 2004 as filed with the Securities and Exchange Commission (the "Report"), I, Robert E. Wolfe, Treasurer of the Company, certify, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

(1) I have reviewed The Report and it fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934;

(2) The Report does not contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by the Report;

(3) The financial statements, and other financial information included in the Report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in the Report;

(4) I am responsible for establishing and maintaining "disclosure controls and procedures" (a newly-defined term reflecting the concept of controls and procedures related to disclosure embodied in Section 302(a)(4) of the Act) for the company, have designed such disclosure controls and procedures to ensure that material information is made known to them, particularly during the period in which the periodic Report is being prepared, have evaluated the effectiveness of the disclosure controls and procedures as of a date within 90 days prior to the filing date of the Report, and have presented in the Report their conclusions about the effectiveness of the disclosure controls and procedures based on the required evaluation as of that date;

(5) I have disclosed to the Company's auditors and to the audit committee of the board of directors (or persons fulfilling the equivalent function): all significant deficiencies in the design or operation of internal controls (a pre-existing term relating to internal controls regarding financial Reporting) which could adversely affect the Company's ability to record, process, summarize and Report financial data and have identified for the Company's auditors any material weaknesses in internal controls; and any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls; and

(6) I have indicated in the Report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

/s/ Robert E. Wolfe

Robert E. Wolfe

Treasurer
November 5, 2004

[A signed original of this written statement required by Section 302 has been provided to Advanced Oxygen Technologies, Inc. and will be retained by Advanced Oxygen Technologies, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.]